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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

DALLAS FAULKNER, Individually And On
Behalf Of All Others Similarly Situated,

Plaintiff,

vs.

RICHARD G. WOLFORD, MARY R.
HENDERSON, TIMOTHY G. BRUER,
SAMUEL H. ARMACOST, TERENCE D.
MARTIN, JOE L. MORGAN, DAVID R.
WILLIAMS, VICTOR L. LUND, SHARON L.
MCCOLLAM, BLUE MERGER SUB INC.,
BLUE ACQUISITION GROUP, INC., DEL
MONTE FOODS COMPANY,

Defendants

CASE NO. 4:11-CV-00326 CW

**STIPULATION AND ORDER
CONTINUING CASE MANAGEMENT
CONFERENCE AND ASSOCIATED
DEADLINES**

Pursuant to Civil Local Rules 6-2 and 7-12, plaintiff Dallas Faulkner, and defendants Del Monte Foods Company ("Del Monte"), Blue Acquisition Group, Inc., Richard G. Wolford, Mary R. Henderson, Timothy G. Bruer, Samuel H. Armacost, Terence D. Martin, Joe L. Morgan, David R. Williams, Victor L. Lund, Sharon L. McCollam (the "Director Defendants") in *Faulkner v. Wolford, et al.*, No. C 11-00326 CW (the "*Faulkner Case*"), by and through their respective counsel of record, hereby submit this Stipulation and Proposed Order seeking a nine week continuance of the Case Management Conference and other associated deadlines set forth in the Court's April 6, 2011 order in the *Faulkner Case* scheduling a Case Management Conference for May 24, 2011.¹

WHEREAS, plaintiff filed a Motion to Appoint Lead Plaintiff and Lead Counsel and to Consolidate *Heintz v. Wolford, et al.*, No. 10-CV-5789 CW and the *Faulkner Case* on April 11, 2011; and

WHEREAS, the Court is currently scheduled to hear that motion on June 2, 2011; and

WHEREAS, plaintiff anticipates that the lead plaintiff to be appointed by the Court will file a consolidated amended complaint following the June 2, 2011 hearing; and

WHEREAS, the parties are unaware of any other deadlines pending in this action that would be adversely affected by this Stipulation.

NOW THEREFORE, IT IS HEREBY STIPULATED, pursuant to Civil Local Rule 6-2, subject to the approval of the Court, by and between the parties to this case, that:

1. The Case Management Conference, presently scheduled for May 24, 2011, is continued to July 26, 2011 and the last day to file the case management statement is continued to July 19, 2011; and

2. Defendants' time to answer, move or otherwise respond to the Complaint in this action is extended until a date to be agreed upon by the parties, or set by the Court, following the appointment of a lead plaintiff. The parties shall negotiate in good faith to reach agreement on a schedule for the

¹ On April 5, 2011 the Court also issued an order in the related case *Heintz v. Wolford, et al.*, No. 10-CV-5789 CW adjourning that Case Management Conference and other associated deadlines until May 24, 2011. Because no defendant has been served in that matter, it is not the subject of this stipulation.

filing of an amended complaint and answer following the selection of lead plaintiff and, to the extent agreement is reached, shall submit a proposed stipulation to the Court together with the case management statement. If the parties are unable to reach agreement on a schedule for responding to the amended complaint, they shall jointly notify the Court in advance of the Case Management Conference.

DATED: May 3, 2011

GIBSON, DUNN & CRUTCHER LLP

By: /s/ Paul J. Collins
Paul J. Collins

Attorneys for the Director Defendants Richard G. Wolford, Mary R. Henderson, Timothy G. Bruer, Samuel H. Armacost, Terence D. Martin, Joe L. Morgan, David R. Williams, Victor L. Lund, Sharon L. McCollam

DATED: May 3, 2011

COVINGTON & BURLING LLP

By: /s/ Mark P. Gimbel
Mark P. Gimbel

Attorneys for Defendant Del Monte Foods Company

DATED: May 3, 2011

SIMPSON THACHER & BARTLETT LLP

By: /s/ Harrison J. Frahn IV
Harrison J. Frahn IV

Attorneys for Defendant Blue Acquisition Group, Inc.

DATED: May 3, 2011

KAPLAN FOX & KILSHEIMER LLP


By: /s/ Linda M. Fong
Linda M. Fong

Attorneys for Plaintiff Dallas Faulkner

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: May 4, 2011


The Honorable Claudia Wilken
United States District Judge

ATTESTATION PURSUANT TO GENERAL ORDER NO. 45

Pursuant to General Order No. 45 of the Northern District of California, I attest that concurrence in the filing of this document has been obtained from the other signatories to this document.

By: /s/ Jacob A. Walker
Jacob A. Walker

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